



BellSouth Telecommunications, Inc. 615 214-6301
Suite 2101 Fax 615 214-7406
333 Commerce Street
Nashville, Tennessee 37201-3300

Guy M. Hicks
General Counsel

December 10, 1999

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Approval of the Amendment to the Interconnection Agreement Negotiated by
BellSouth Telecommunications, Inc. and AVR, L.P. d/b/a Hyperion of
Tennessee, L.P. Pursuant to Sections 251 and 252 of the Telecommunications
Act of 1996.

Docket No. 99-00541

99-00966

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, AVR L.P., d/b/a
Hyperion of Tennessee, L.P. and BellSouth Telecommunications, Inc. are hereby submitting to
the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for
Approval of the Amendment to the Interconnection Agreement. The Amendment changes the
company name to Adelphia Business Solutions of Nashville, L.P.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Eric J. Branfman, Esq.
Tamar E. Finn, Esq.
Attorneys for Hyperion

REC'D TN
REGULATORY AUTH.
39 DEC 10 PM 2 54
EXECUTIVE SECRETARY

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BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AVR, L.P., d/b/a Hyperion of Tennessee, L.P. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~99-00541~~

99-00966

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND AVR L.P., D/B/A HYPERION OF TENNESSEE, L.P.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, AVR, L.P. d/b/a Hyperion of Tennessee, L.P. ("Hyperion") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Hyperion and BellSouth state the following:

1. Hyperion and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Hyperion. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 24, 1999.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment changes the company name to Adelphia Business Solutions of Nashville, L.P. A copy of the Amendment is attached hereto and incorporated herein by reference.

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3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Hyperion and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Hyperion within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Hyperion and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Hyperion and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 10th day of December 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

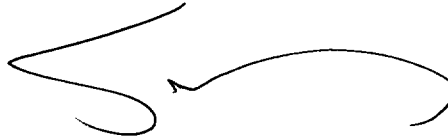
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 10 day of DEC., 1999.

Eric J. Branfman, Esq.
Tamar E. Finn, Esq.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116

A handwritten signature in black ink, appearing to be 'Guy M. Hicks', written over a horizontal line.

Guy M. Hicks

**SECOND AMENDMENT
TO
AVR, L.P. D/B/A HYPERION OF TENNESSEE, L.P./BELLSOUTH
INTERCONNECTION AGREEMENT
DATED
JUNE 2, 1999**

Pursuant to this Amendment to AVR, L.P. d/b/a Hyperion of Tennessee, L.P./BellSouth Interconnection Agreement (the "Amendment"), for the state of Tennessee, AVR, L.P. d/b/a Hyperion of Tennessee, L.P. ("Hyperion") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend the Hyperion/BellSouth Interconnection Agreement dated June 2, 1999 ("Interconnection Agreement").

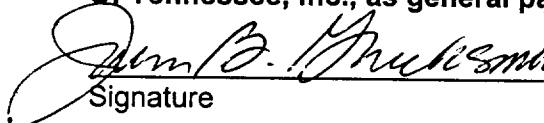
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Hyperion and BellSouth hereby covenant and agree as follows:

1. All references to AVR, L.P. d/b/a Hyperion of Tennessee, L.P. shall be replaced with Adelphia Business Solutions of Nashville, LP.
2. All of the other provisions of the Interconnection Agreement shall remain unchanged and in full force and effect.
3. Either or both of the Parties shall submit this Amendment to the Tennessee Regulatory Authority or other regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(e) of the federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**Adelphia Business Solutions
of Nashville, LP**

**By: Adelphia Business Solutions
Of Tennessee, Inc., as general partner**

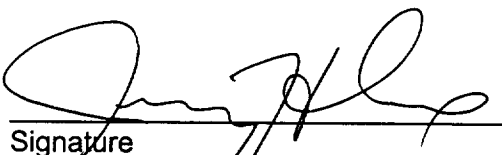

Signature

John B. Glicksman, Esq.
Printed Name

Vice President – General Counsel
Title

11/2/99
Date

BellSouth Telecommunications, Inc.


Signature

Jerry D. Hendry
Printed Name

Sr. Director
Title

11/10/99
Date